UNITED STATES DISTRICT COURT

SOUTHERN DISTRICT OF NEW YORK

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VIACOM INTERNATIONAL, INC., COMEDY PARTNERS, COUNTRY MUSIC TELEVISION, INC., PARAMOUNT PICTURES CORPORATION, and BLACK ENTERTAINMENT TELEVISION, LLC,

Plaintiffs,

vs. No. 07-CV-2103

YOUTUBE, INC., YOUTUBE, LLC, and GOOGLE, INC.,

Defendants.

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THE FOOTBALL ASSOCIATION PREMIER LEAGUE LIMITED, BOURNE CO., et al., on behalf of themselves and all others similarly situated,

Plaintiffs,

vs. No. 07-CV-3582

YOUTUBE, INC., YOUTUBE, LLC, and GOOGLE, INC.,

Defendants.

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HIGHLY CONFIDENTIAL

VIDEOTAPED DEPOSITION OF DAVID ESTRADA

PALO ALTO, CALIFORNIA

TUESDAY, DECEMBER 8, 2009

JOB NO. 18172

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PALO ALTO, CA DAVID ESTRADA DECEMBER 8,

DECEMBER 8, 2009

10:05 A.M.

HIGHLY CONFIDENTIAL VIDEOTAPED DEPOSITION OF DAVID ESTRADA, at WILSON, SONSINI, GOODRICH & ROSATI, 601 S. California Avenue, Palo Alto, California, pursuant to notice, before me, KATHERINE E. LAUSTER, CLR, CRR, RPR, CSR License No. 1894.

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PALO ALTO, CA DAVID ESTRADA DECEMBER 8,

A P P E A R A N C E S:

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ALSO PRESENT: ARMANDO CARRASCO, Videographer

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PALO ALTO, CA DAVID ESTRADA DECEMBER 8,

PALO ALTO, CALIFORNIA

TUESDAY, DECEMBER 8, 2009; 10:05 A.M.

10:04:57 THE VIDEOGRAPHER: Today's videotaped deposition of David Estrada is taken on December 8th, 2009, at Wilson, Sonsini, Goodrich & Rosati, 601 California Avenue, in Palo Alto, California, in the matter of Viacom International versus YouTube, Incorporated. Case numbers are 07-CV-2103 and 07-CV-3582, and court: Southern District of New York.

My name is Armando Carrasco. I represent David-Feldman Worldwide, located at 600 Anton Boulevard, Suite 1100, Costa Mesa, California.

We are now commencing at 10:05 a.m.

Will all present please identify themselves, beginning with the witness.

THE WITNESS: David Estrada.

MR. MANCINI: John Mancini, Mayer Brown, counsel for YouTube and Google.

MS. CRAPARO: Therese Craparo, Mayer Brown, counsel for YouTube and Google.

MR. DeSANCTIS: Michael DeSanctis, Jenner

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& Block, counsel for the Viacom plaintiffs.

MR. COX: Jay Cox, Jenner & Block, counsel for the Viacom plaintiffs.

MR. PELES: Gil Peles from Proskauer & Rose, counsel for the Premier League plaintiffs.

THE VIDEOGRAPHER: Thank you.

Will the court reporter please swear in the witness.

THE REPORTER: Will you raise your right hand, please.

Do you solemnly state, under penalty of perjury, the testimony you are about to give will be the truth, the whole truth, and nothing but the truth?

THE WITNESS: I do.

MR. MANCINI: Michael, before we start, I think, pursuant to the parties' agreement in this case, we will designate the entirety of this transcript highly confidential until further designated.

MR. DeSANCTIS: Okay.

DAVID ESTRADA,

having been sworn as a witness

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PALO ALTO, CA DAVID ESTRADA DECEMBER 8,

with you with respect to whether any documents that had been collected from you were subject to the attorney-client work product or common interest privilege?

MR. MANCINI: Objection to the extent it's attorney-client communications or attorney work product communications, to which the witness is instructed not to answer.

THE WITNESS: I don't recall.

BY MR. DeSANCTIS:

Q. Let me ask you a different topic. Are you aware of a product integration agreement that YouTube has entered into with Apple?

A. I'm aware of several agreements we've -- we've entered into with Apple.

Q. Okay. Approximately how many? You said "several."

A. We have -- I -- I can think of two.

Q. Can you tell me what those are?

A. One of them -- I think the product integration agreement was the first agreement we entered into to distribute YouTube on the iPhone and Apple TV. And then another one was an API agreement.